

# Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

February 13, 1984

Mr. James H. Bayne  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the originals and one copy of the Amendment to Management Contract, a secondary document, under the Management Contract dated July 28, 1982.

The primary document to which this is connected is recorded under the Recordation Number 13784.

The names and addresses of the parties to the enclosed documents are:

Manager: Funding Systems Railcars, Inc.  
2215 Sanders Road, Suite 370  
Northbrook, Illinois 60062

Owner: Heleasco Six, Inc.  
Hagley Building, Suite 101  
3411 Silverside Road  
Wilmington, Delaware 19810

A general description of the railroad equipment covered by the enclosed document is as follows:

Thirteen (13) covered hoppercars bearing reporting mark WSOR.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

No.

Date ...FEB. 23. 1984..

Fee \$ ...10.00.....

ICC Washington, D. C.

RECORDATION NO. 13784-E  
FEB 23 1984 - 10 30 AM  
INTERSTATE COMMERCE COMMISSION  
FEE OPERATION DIV.  
I.C.C.  
RECEIVED

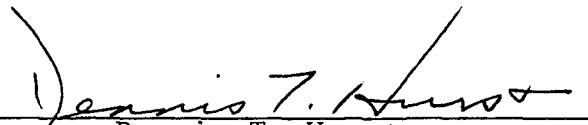
Mr. James H. Bayne  
Interstate Commerce Commission  
February 13, 1984  
Page 2

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

Funding Systems Railcars, Inc.

By   
Dennis T. Hurst

SS/rlm

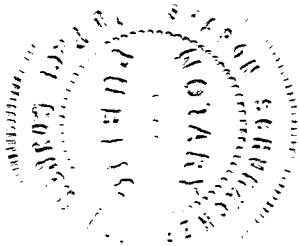
Enclosures

SENT VIA: Certified Mail

STATE OF ILLINOIS   )  
                                  )  
COUNTY OF DUPAGE   )

RECORDATION NO. 13784-E Filed 1425  
FFB 23 1984 - 10 30 AM  
INTERSTATE COMMERCE COMMISSION

On this 23<sup>rd</sup> day of JANUARY, 1984, I hereby  
certify that I have compared the attached copy of the Amendment  
to Management Contract between Funding Systems Railcars, Inc.  
and Heleasco Six, Inc. dated January 23, 1984 with the original  
and have found the copy to be complete and identical in all  
respects to the original document.



[Seal]

Sharon Schumacher  
Notary Public

My Commission Expires Jan. 27, 1985

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AMENDMENT  
TO  
MANAGEMENT AGREEMENT

Dated as of July 28, 1982

Between

FUNDING SYSTEMS RAILCARS, INC.,  
as Manager

AND

HELEASCO SIX, INC.  
as Owner

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AMENDMENT  
TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 23<sup>rd</sup> day of JANUARY, 1984 and amends that certain Management Agreement dated as of the 28th day of July, 1982 (the "Agreement") between Heleasco Six, Inc. (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties of the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 13784 on August 31, 1982; and

WHEREAS, the parties hereto now desire to amend the Management Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Agreement covers certain covered hopper railroad cars (the "Equipment"). The parties hereto agree that the Manager may change the equipment numbers on certain items of the Equipment and that the Management Agreement is hereby amended to change the equipment numbers of the following items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
WSOX 301303	WSOR 301303, effective 11/16/83
WSOX 301326	WSOR 301326, effective 11/16/83
WSOX 301331	WSOR 301331, effective 11/16/83
WSOX 301333	WSOR 301333, effective 11/2/83
WSOX 301341	WSOR 301341, effective 12/5/83
WSOX 301355	WSOR 301355, effective 12/5/83
WSOX 301362	WSOR 301362, effective 12/5/83
WSOX 301364	WSOR 301364, effective 12/5/83
WSOX 301387	WSOR 301387, effective 12/7/83
WSOX 301428	WSOR 301428, effective 12/5/83
WSOX 301440	WSOR 301440, effective 11/6/83
WSOX 301457	WSOR 301457, effective 12/5/83
WSOX 301467	WSOR 301467, effective 12/5/83

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

HELEASCO SIX, INC.

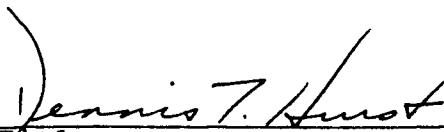
ATTEST:

By   
Title: President Heleasco Six, Inc.

  
ASSISTANT SECRETARY HELEASCO SIX, INC.

FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

By   
Title: EXECUTIVE VICE PRESIDENT - FINANCE



STATE Illinois )  
 ) ss.  
COUNTY OF Cook )

On this 23<sup>rd</sup> day of JANUARY, 1984, before  
me personally appeared Dennis T. Hurst, to me  
personally known, who, being by me duly sworn, says that he/she  
is Executive Vice President - Finance  
of Funding Systems Railcars, Inc.,  
that one of the seals affixed to the foregoing instrument is the  
corporate seal of said corporation, that said instrument was signed  
and sealed on behalf of said corporation by proper authority there-  
for, and he/she acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

Sharon Schumacher  
Notary Public

[Notarial Seal]

My commission expires:  
My Commission Expires Jan. 27, 1995

STATE OF DELAWARE )  
COUNTY OF NEWCASTLE )

ss.

On this 7th day of FEBRUARY, 1984, before me personally appeared Philip A. Lawlor, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of Harco Steel Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert A. Horan  
Notary Public

[Notary Seal]

My commission expires:  
MY COMMISSION EXPIRES  
FEB. 23, 1985